

STATE OF HAWAII  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
Business Registration Division  
335 Merchant Street  
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810  
Phone No. (808) 586-2727

**INFORMATION FOR FOREIGN LIMITED PARTNERSHIPS**

Chapter 425E, Hawaii Revised Statutes

NOTE: The term "limited partnership" includes "limited liability limited partnership".

Annual Statement

Sections 425E-210 provides that an annual statement shall be filed within the following time periods:

For each limited partnership whose date of registration in this State falls between:

(1) January 1 and March 31, an annual statement shall be filed on or before March 31 of each year and shall reflect the state of the partnership's affairs as of January 1 of the year when filed;

(2) April 1 and June 30, an annual statement shall be filed on or before June 30 of each year and shall reflect the state of the partnership's affairs as of April 1 of the year when filed;

(3) July 1 and September 30, an annual statement shall be filed on or before September 30 of each year and shall reflect the state of the partnership's affairs as of July 1 of the year when filed; and

(4) October 1 and December 31, an annual statement shall be filed on or before December 31 of each year and shall reflect the state of the partnership's affairs as of October 1 of the year when filed;

provided that if a limited partnership is registered in the same year in which the annual report is due, the limited partnership shall not be required to file an annual statement for that year. Thereafter, the limited partnership shall comply with the requirements of this section.

A \$5.00 fee must be paid upon filing of the statement.

The annual statement forms will be mailed to every partnership each year, and in order to assure receipt of the same, this department shall be notified in writing of any change of address. The notification must be signed by a general partner.

If the annual statement is not filed for a period of two years, the certificate of authority of a foreign limited partnership may be administratively cancelled by the director pursuant to Section 425E-906.

Registered Office/Registered Agent Change

Section 425E-114 provides that each domestic and foreign limited partnership shall continuously maintain in this State: (1) a registered office which may be the same as any of its places of business; and (2) a registered agent, who shall be either an individual resident of this State, a domestic entity, or a foreign entity authorized to transact business in this State, whose business office is identical with the registered office.

Section 425E-115 provides that a domestic or foreign limited partnership may change its registered office or registered agent by delivering to the department director for filing a statement of change setting forth the information required by this section.

SEE REVERSE SIDE FOR MORE INFORMATION.

Section 425E-116 provides that any registered agent may resign as the registered agent by delivering a signed statement of resignation to the department director for filing. The statement may include a statement that the registered office shall also be discontinued. The registered agent shall mail one copy of the statement of resignation to the limited partnership's registered office, if not discontinued, and one copy to the limited partnership at its principal office. The appointment of the registered agent shall terminate and the registered office discontinued if so provided, thirty-one days after the date on which the statement was filed.

#### Withdrawal

Section 425E-907 provides that a foreign limited partnership may withdraw from this State by filing an application for a certificate of withdrawal. Forms are available from the department.

For any questions call (808) 586-2727. Neighbor islands may call the following numbers followed by 6-2727 and the # sign: Kauai 274-3141; Maui 984-2400; Hawaii 974-4000, Lanai & Molokai 1-800-468-4644 (toll free).

Fax: (808) 586-2733      Email Address: [breg@dcca.hawaii.gov](mailto:breg@dcca.hawaii.gov)